

EXHIBIT E

Hearing Date and Time: October 25, 2007, 10:00 a.m.
Objection Deadline: October 18, 2007, 4:00 p.m.

CANTOR COLBURN LLP
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Debtors and Debtors-in-Possession

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

PROPOSED
ORDER ALLOWING THE
FIFTH INTERIM APPLICATION OF CANTOR COLBURN LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331

At New York, in said District, on this _____ day of _____, 2007:

This matter having come before the Court on the FIFTH INTERIM APPLICATION OF
CANTOR COLBURN LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES

RENDERED AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331 (the “Application”), and after notice and hearing on the Application on June 20, 2006, it appearing that Cantor Colburn LLP is entitled to compensation for services rendered and reimbursement of expenses pursuant to 11 U.S.C. §§ 330, 331, and this Court having considered and overruled all objections to the Application,

IT IS HEREBY ORDERED THAT:

- a. Cantor Colburn’s Fifth Interim Application For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Pursuant To 11 U.S.C. §§ 330, 331 in the total amount of Three Hundred Seven Thousand Seven Hundred Seventy-Seven and 89/100 Dollars (\$307,777.89), comprising compensation for professional services rendered in the amount of Two Hundred Fifty-Eight Nine Hundred Eight-Two and 50/100 Dollars (\$258,982.50) and reimbursement of actual, reasonable and necessary expenses in the amount of Forty-Eight Thousand Seven Hundred Ninety-Five and 39/100 Dollars (\$48,985.39), during the Fifth Fee Period, for services rendered and expenses incurred during the period of February 1, 2007, through and including May 31, 2001 (the “Fifth Fee Period”) is hereby APPROVED;
- b. The Debtor’s payment to Cantor Colburn of Two Hundred Seven Thousand One Hundred Eighty-Six and 00/100 Dollars (\$207,186.00), representing eighty percent (80%) of the professional fees (\$258,982.50) and Forty-Eight Thousand Seven Hundred Ninety-Five and 39/100 Dollars (\$48,795.39), representing one hundred percent (100%) of the expenses incurred during the Fifth Fee Period, all pursuant to the Interim Compensation Order, is hereby APPROVED; and

- c. Debtors are hereby AUTHORIZED to pay to Cantor Colburn Fifty-One Thousand Seven Hundred Ninety-Six and 50/100 Dollars (\$51,796.50), representing the twenty percent (20%) holdback on professional fees during the Fifth Fee Period.

ENTERED AS AN ORDER OF THIS COURT ON THE _____ DAY OF _____, 2007.

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE